

**BYLAWS
BOARD OF SELECTMEN**

I. DEFINITIONS:

- A) Board of Selectmen; herein referred to as the Board
- B) Selectmen: herein referred to as Members
- C) Town of Vinalhaven; herein referred to as the Town
- D) Maine Revised Statutes Annotated: herein referred to as MRSA

II. GENERAL PROVISIONS

- A) These bylaws are intended to assist in the conduct of the Town's business by the Board and shall not be used to defeat the purpose of or to supersede Federal, State or local statutes.
- B) The business of the Board shall be conducted in accordance with applicable Maine Statutes (particularly 30A MRSA and the "Right to Know Law"; 1 MRSA s.401 et seq.); the Town's Comprehensive Plan, Land Use Ordinance and other ordinances, Personnel Policy; and these bylaws.
- C) Each member shall, upon being sworn and/or within 60 (sixty) days of adoption of these bylaws, be presented with a current packet of information containing all of the aforementioned. Newly elected members shall additionally be presented with copies of the minutes and related correspondence and information from the previous 12 (twelve) month's meetings upon being sworn.
- D) It shall be the responsibility of each member to become familiar with all of the information referred to in this section.

III. MEMBERSHIP

- A) The Board shall consist of 5 (five) members, each elected for and serving a three year term. No more than 2 (two) terms shall expire during a single year. The composition of the Board may be changed only within the scope of Town Meeting.
- B) Each term of office shall commence and the corresponding term expire upon the newly elected member being sworn.
- C) No member shall fail to attend a regularly scheduled meeting of the Board without first having secured the permission of the Chairman or, in his/her absence, the Vice Chairman or, in their absence, the remainder of the Board except in those instances when notification is impossible.

IV. OFFICERS AND DUTIES

- A) The officers of the Board shall be the Chairman and Vice Chairman.

- B) The Chairman shall perform all duties required by law and these bylaws, preside at all meetings of the Board, rule on issues of procedure and take such other action as is necessary for the efficient and orderly conduct of the meeting. A new Chairman will be elected at the first regularly scheduled meeting following the annual Town Meeting for the term of one year, unless he/she wishes to resign, and/or can no longer fill the position because of illness or unforeseen circumstances, or the Board has reason to disqualify the Chair, in which case the Vice-Chairman would fill the position by a majority vote of the Board. If a majority cannot be found in support of a single candidate at the aforementioned annual meeting, the Town Clerk shall choose a Chairman by lot.
- C) The Vice-Chairman shall serve as Chairman in the Chairman's absence and shall be subject to the same means of election, appointment, or removal as the Chairman.
- D) The Secretary shall be the Town Manager or, in his/her absence, any member of the Board designated by the Chair or any individual agreeing to serve and having the support of the Chair. The Secretary shall keep minutes of all Board proceedings, showing votes or abstentions of each member.
- E) The Town Manager shall be an ex-officio member of the Board enjoying the same right to recognition and debate. He/she shall be responsible for posting legal notice of all Board meetings, for preparing, distributing and posting the agenda of each meeting, and for keeping current the Selectmen's reference material outlined in Section II. A regular notice shall run in the WIND announcing "Board of Selectmen – date – time – place – agenda items must be submitted by noon the Friday ten days before the meeting."

V. MINUTES

- A) The minutes of Board meetings shall be a SUMMARY OF the business transacted and not a verbatim transcript of all that transpired. The minutes shall, when necessary for clarity, BRIEFLY describe the nature of discussion or germane information.
- B) The Secretary shall tape record a meeting, or a portion thereof, if requested to do so by any one member of the Board. The Secretary shall ensure that any tape recording is labeled as to date and nature of the recording and is properly filed.
- C) Duplicates of tapes shall be available at any time during hours for public copying or listening but may not be removed from the Town Office. Anyone wishing to copy tapes shall provide their own blank tape.
- D) The typed minutes of each regularly scheduled meeting shall be available to each member by the end of the Friday workday following the meeting and within 4 (four) working days of a special meeting.

VI. CONFLICT OF INTEREST

Any question of whether a particular issue involves a “conflict of interest” sufficient to disqualify a member or members from voting thereon shall, unless disqualification is voluntary, be decided by a majority vote of those members present except the member(s) whose potential conflict is under consideration. The term “conflict of interest” shall be construed to mean direct or indirect pecuniary interest, which shall include pecuniary benefit to any member of the persons’ immediate family or to his employer or the employer of any member of the person’s immediate family.

VII. MEETINGS

- A) The regular meeting of the Board shall be held every 2 weeks on Monday at 6:30 p.m. at the Town Office unless otherwise posted by the Town Manager. A meeting held primarily for the purpose of considering the weekly expense warrant shall be held at 5:00 p.m. on the alternate Mondays from the Boards regular meetings and shall also be held at the Town Office unless otherwise posted by the Town Manager.
- B) Meetings of the Board are public meetings. The public is free to attend. They are not, however public hearings. The public may participate in debate or discussion only at the pleasure of the Chair. The Chair shall allow unrestricted debate among members and not compel them to vie with others in attendance for recognition. The Chair may recognize others in attendance for the purposes of obtaining the floor but only after debate among the members has been exhausted or, during lengthy discussion, at a juncture appropriate to the orderly disposal of the business at hand. The Chair shall give the floor to others if any member requests it.
- C) Only those recognized by the Chair for purposes of obtaining the floor may speak to an issue.
- D) Speakers shall direct themselves and their comments to the Chair.
- E) No more than one speaker at a time shall have the floor, but that speaker may yield his/her privilege to another with approval of the Chair.
- F) Debate shall be confined only to the merits of the pending question, and will not include allusions to the motives, character, or personality of a speaker.
- G) The Chair may dispose of (non-controversial) business by general consent; ie: “if there is no objection, I will direct the Town Manager to send a thank you note to ____”. The right to request a motion will not be denied however.

VIII. SPECIAL MEETINGS

- A) Notification of special meetings shall be posted, immediately upon reaching the decision to hold such a meeting and, if time allows, notice shall be given to the WIND.

- B) Special meetings may be called by the Town Manager, the Chairman or, in his/her absence, the Vice Chairman or, in their absence, the remainder of the Board but may, in any event, be called only when the urgency of the matter(s) precludes postponement of consideration until the next regularly scheduled meeting.
- C) A special meeting shall be called within 48 (forty-eight) hours of a request from any 3 (three) members which request shall specify the matter(s) to be considered.
- D) No vote may be taken on an item that is not on the agenda during a special meeting.
- E) A retiring Selectman shall be invited to sit at the dais with the Board, at the Annual Town Meeting, which follows the expiration of his term.

IX. EXECUTIVE SESSION

The Board may hold executive sessions subject to the following conditions.

- A) NOT TO DEFEAT PURPOSES OF *SUBCHAPTER* OF THE RIGHT TO KNOW LAW. The purpose of the Right to Know Law cannot be defeated through the misuse of executive session. Action taken or resulting from an executive session in violation of the Right to Know Law is illegal, and upon complaint would be found by a court to be void and unenforceable. Willful violations of the Right to Know Law may result in a fine of \$500 (1 M.R.S.A. § 410).
- B) EXECUTIVE SESSION FOR THE PURPOSE OF DISCUSSION ONLY. No decision can be reached by the board, no motion can be made, and no final action can be decided or taken in executive session.
- C) PROCEDURE FOR CALL OF EXECUTIVE SESSION. Executive sessions may be called only by a public, recorded vote of 3/5 of the members present and voting, of the Board.
- D) MOTION CONTENTS. The nature of the business to be discussed must be a part of that motion, although the wording of the motion should not reveal the sensitive information that the law intends to protect by the executive session process.
- E) MATTERS NOT CONTAINED IN MOTION PROHIBITED. No other matters may be considered in that particular executive session.
- F) PERMITTED DELIBERATION. Deliberations may be conducted in executive sessions of the following matter and no others:
 - 1) **Personnel matters** concerning employees or officials but only when public discussion could damage a person's reputation or, when a person's right of privacy would be violated.

Note: The individual being charged or investigated has a right to be present whenever the board is going to discuss the matter. The individual also may request an open meeting (a hearing in public), in which case the meeting must be open. Be sure to get this request in writing. The board may not override such a request. A discussion of a budget or a budget proposal is not included in this category.

- 2) **Real estate and economic development negotiations**, but only when premature disclosure would hurt the town's competitive or bargaining position.
- 3) **Discussion of labor contracts and proposals** between the municipality and labor negotiators, but negotiations may be held openly provided both parties agree.
- 4) **Meetings between the municipality and its attorney** to discuss the legal rights of the body, pending or contemplated litigation, or settlement offers when premature general public knowledge would clearly place the municipality at a substantial disadvantage (the attorney and municipal officers make the initial determination of "substantial disadvantage"). If the executive session will involve a discussion of a pending or possible lawsuit by the board and its attorney, the motion should at least indicate the general subject matter of the case and its title, such as *Smith vs. Town X*, a case involving an alleged breach of an employment contract.

The attorney must be physically present at the meeting or at least be participating through a telephone conference call. A discussion of correspondence from the attorney or a report made by the town manager or a board member about what the attorney said would not be justification for an executive session if the attorney wasn't also present. Even with the attorney present, the board's discussion must stay within the scope of the reason cited for the executive session. For example, if the executive session was called in order for the attorney to discuss the board's legal rights in a particular application review, the board cannot legally engage in its own discussion of the merits of the application and what action it will take. *Underwood v. Coty of Presque Isle*, 715 A.2d 148 (Me. 1998).

- 5) **Discussion of information contained in records made confidential by statute.**
- 6) **Discussion or approval of the content of examinations administered by a body for licensing, permitting or employment purposes**, consultation with the entity that provided examinations services regarding the content, and review of the exam with the person examined.
- 7) **Consultations between the municipal officers and a CEO who is representing the municipality** in District Court on a land use prosecution **under Rule 80K** when the consultation relates to a pending enforcement matter.

X. AGENDA

- A) The agenda for each regularly scheduled meeting shall be compiled by the Town Manager and shall be made available, in printed form, to the members by the close of the preceding Friday workday.
- B) The order of business shall be:
 - 1. Roll Call: (The Chair shall read into the record the date and time and the names of the members in attendance.
 - 2. The approval of the minutes of the previous regular meeting and of any special meeting held during the interim.
 - 3. Approve and Sign Warrant
 - 4. Reading of Communications (if any)
 - 5. Report of Committees (if any)
 - 6. Unfinished Business
 - 7. New Business
 - 8. Report of Members
 - 9. Report of Town Manager
 - 10. Speakers from the floor
- C) Any item of business requested by a citizen to have the attention of the Board must appear on the agenda of the next regularly scheduled meeting, if deemed practical by the Town Manager, and in no event more than 2 (two) weeks from receipt .
- D) Any item of business requested by a member to appear on the agenda of a specified regularly scheduled meeting shall appear on that agenda but must be submitted to the Town Manager in time for the posting providing for in Section IV E.
- E) Members must be provided with whatever information is available and necessary for them to give thoughtful consideration to any time appearing on the agenda by the time they are provided with that agenda.
- F) Items postponed, or postponed to a time specific, from a previous meeting shall appear on the next or specified agenda, respectively, under unfinished business until disposed of.
- G) Items of business not on the agenda may be introduced by members or others in attendance for consideration only at the pleasure of the Chair.

- H) A vote may be taken on an item not listed on the agenda only at the pleasure of the Chair.
- I) Copies of the agenda shall be made available to the public in attendance.

XI. VOTING

- A) A quorum shall consist of 3 (three) members.
- B) No meeting shall be held in the absence of a quorum, unless the absences are due to vacancies.
- C) Each member present, including the Chair, shall be entitled to unrestricted privileges as afforded by these bylaws, including the right to make motions, vote, and debate; and Chair's privileges shall not be encumbered by virtue of his/her position.

XII. POWERS AND LIMITATIONS

- A) The Board of Selectmen are the chief elected executive officers of the Town and their authority and responsibilities are carefully set forth in those sources described in Section II.
- B) A majority of the Board may compel the Town Manager to seek from the Town Attorney an/or MMA a legal opinion on any matter. An individual member having a minority opinion or specific concern shall not be denied, the same right to legal opinions(s) upon demand at a legal meeting or by submission of the specific question to the Town Manager in writing. If this course of action does not provide recourse to the member's satisfaction, the member may contact the Town Attorney without restriction.
- C) Except when there exists a diversity of opinion, inquiries from and release to the press will be directed to and the responsibility of respectively, the Town Manager as spokesman for the Town and for the Board. In his/her absence this responsibility will fall to the Chair or, in their absence, to the Vice Chair.
- D) Disbursement of Wages – Pursuant to 30-A MRSA Sec. 5603 Sub-Sec 2A.(1) disbursement of employees wages and benefits only may be made when any two Selectmen have signed a disbursement warrant. Each Selectmen is designated to sign such a disbursement warrant and the signing need not be executed at a public meeting. This policy shall be filed with the Town Clerk and must be renewed annually by majority vote of the Board.

XIII. COMMITTEES

A) Standing

- 1) Bylaws – This committee shall consist of 2 (two) members appointed by the Chair. They shall propose amendments to these bylaws for the member's consideration and/or take under advisement suggestions from the membership for amendments and report to a regularly scheduled meeting with a recommendation within 2 (two) weeks.

XIV. AMENDMENTS

Amendments to these bylaws may be accomplished by a majority vote of all members at a regularly scheduled meeting.

XV. SUPERSEDING AUTHORITY

These bylaws supersede and make null and void any resolution or rules previously adopted by the Board and governing the conduct or it's business

AMENDED APRIL 6, 1993
AMENDED APRIL 14, 2003